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TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1090.
FILED, APRIL 23rd. 1964.

CON-SHAWKEY GOLD MINES LIMITED

Incorporated under the Companies Act (Ontario) by Letters Patent dated 4th May, 1945. Supplementary Letters Patent were issued 31st October, 1956, and 1st October, 1962.

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1933 (Ontario) by Letters Patent dated May 1st, 1937).

Reference is made to previous Filing Statement No. 972 and Amending Filing Statement No. 160.

FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	(a) Proposed Underwriting and Option Agreement. (b) Proposed acquisition of mining claims in the Township of Jessop, District of Cochrane, Province of Ontario.
2. Head office address and any other office address.	Suite 1301, Royal Bank Building, Toronto, Ontario.
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	<p>President and Director - Thomas H. McNally, Accountant, 30 Morewood Cres., Willowdale, Ontario.</p> <p>Vice-President and Director - Ivan C. Christopher, Consulting Engineer, 52 Sunnydene Crescent, Toronto, Ontario.</p> <p>Secretary-Treasurer and Director - Graham H. Duff, Consulting Engineer, 25 Dewitt Road, Islington, Ontario.</p> <p>Director - W.A. Crawford, Mining Executive, R.R. #6 Brampton, Ontario.</p> <p>Director - Thomas P. O'Connor, Barrister & Solicitor, 9 Alexander Wood, Toronto 12, Ontario.</p>
4. Share capitalization showing authorized and issued and outstanding capital.	<p>Authorized : 5,000,000 shares par value \$1.00 each.</p> <p>Issued : 2,222,083</p>
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	Nil
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	<p>Subject to the acceptance of this Filing Statement by the Toronto Stock Exchange, the date of which is referred to as "the effective date", T.A. Richardson & Company, 4 King Street West, Toronto, acting on behalf of a client, Polar Investment Corporation Limited, 8 King Street East, Toronto, has agreed to purchase on the day following the effective date, 300,000 shares of the Company at 25¢ per share. In consideration thereof, the Company has granted to T.A. Richardson & Company, acting as aforesaid, options to purchase all or any part of a further 700,000 shares at the following times and prices:</p> <p>100,000 shares at 25¢ per share within 3 months of the effective date;</p> <p>200,000 shares at 30¢ per share within 6 months of the effective date;</p> <p>200,000 shares at 35¢ per share within 9 months of the effective date;</p> <p>100,000 shares at 40¢ per share within 12 months of the effective date;</p> <p>100,000 shares at 50¢ per share within 15 months of the effective date.</p>
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	<p>T.A. Richardson & Company is acting on behalf of its client, Polar Investment Corporation Limited, 8 King Street East, Toronto. The persons holding a greater than 5% interest in T.A. Richardson & Company are: T.A. Richardson, 427 Russell Hill Road, Toronto; Marshall Stearns, 91 Glen Elyth Drive, Toronto; G.A. Richardson, 49 Country Lane, Willowdale Ontario, and G.A. Hunter, 5 Alderbrooke Drive, Don Mills P.O., Ontario. Polar Investment Corporation Limited (hereinafter called "Polar") has issued 15,000 common shares and 10,000 preference shares. Thomas H. McNally, 30 Morewood Crescent, Willowdale, Ontario, the President and a Director of the Company, owns or controls 14,800 of the common shares of Polar, and 3,000 of the preference shares. Ivan C. Christopher, 52 Sunnydene Crescent, Toronto, the Vice-President and a Director of the Company owns or controls 200 of the common shares of Polar, and 2,000 of the preference shares. The preference shares are non-voting unless two years' dividends are in arrears. The dividends have been paid to date.</p>
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	None
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	<p>The Company intends to carry out the recommendations set out in the Report of G.P. Thoday dated 20th April, 1964, in connection with the property proposed to be acquired in the Township of Jessop, District of Cochrane, Province of Ontario. It is estimated that the initial cost of the work programme on these claims will amount to approximately \$3,000.00. The sum of \$15,000.00 of the proceeds received from the underwriting and option agreement mentioned in Item 6 hereof will be used to purchase the said claims.</p>

FINANCIAL STATEMENTS

CON-SHAWKEY GOLD MINES LIMITED

BALANCE SHEET (Unaudited)

AS AT MARCH 31, 1964

ASSETS

CURRENT

Accounts Receivable		\$ 2,270.50
Hydro Deposit		1,000.00
Prepaid Expenses		1,053.20

FIXED

Buildings & Equipment at cost		61,974.95
Mining Claims - at cost - Dubusson twp.	\$327,450.00	
- Porrier twp.	<u>20,000.00</u>	347,450.00

DEFERRED EXPENDITURES

Exploration - Dubuisson	\$966,519.11	
- Porrier	8,000.00	
Administration and General	190,443.46	
Organization Expense	<u>6,251.75</u>	1,171,214.32
		<u>\$1,584,962.97</u>

LIABILITIES & CAPITAL

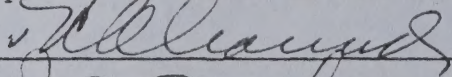
LIABILITIES

Bank Overdraft	\$ 547.60	
Accounts Payable	<u>15,509.85</u>	\$ 16,057.45

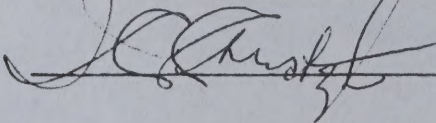
CAPITAL

Authorized 5,000,000 Common Shares \$1.00 p.v.		
Issued: 2,222,083	\$2,222,083.00	
Less: Discount	<u>1,605,292.00</u>	
	616,791.00	
Contributed Surplus	<u>1,667,209.00</u>	
	2,284,000.00	
Less: Deficit	<u>715,094.48</u>	1,568,905.52
		<u>\$1,584,962.97</u>

Approved on behalf of the Board



Director



Director

CON-SHAWKEY GOLD MINES LIMITED

STATEMENT OF DEFERRED EXPENDITURES

FOR THE PERIOD JANUARY 31, 1963 TO MARCH 31, 1964

EXPLORATION & DEVELOPMENT

Balance, January 1, 1963		\$ 784,264.77
Diamond Drilling	\$ 37,581.56	
Geological & Geophysical Surveys	8,000.00	
Engineer's Fees	2,400.00	
Engineering travel	1,878.96	
Maps & Prints	235.37	
Mine Supplies	7,972.94	
Assaying	3,723.00	
Moving & Erecting Machinery	6,027.99	
Miscellaneous Mine Expense	1,242.40	
Wages	33,387.50	
Unemployment Insurance Expense	232.33	
Mine Transportation	1,563.88	
Machinery parts and repair's	5,640.60	
Fuel	3,664.95	
Equipment Rental	3,358.32	
Lumber	771.65	
Telephone & Telegraph	1,268.65	
Hydro	6,640.18	
Underground Surveying	391.50	
Freight	838.05	
Crosscutting & Drifting	62,334.59	
Electrical Supplies	1,088.89	
Mine Office Expense	144.39	
	<u>190,387.70</u>	
Less: Proceeds from rock sales	<u>133.36</u>	<u>190,254.34</u>
		<u>\$ 974,519.11</u>

ADMINISTRATION & GENERAL

Balance, January 1, 1963		\$ 172,292.21
Management Fees	\$ 6,000.00	
Legal and Audit Fees	2,179.65	
Transfer Fees	1,746.88	
Administration Travel	1,478.77	
Licences & Fees	83.33	
Stock Exchange fees	485.75	
Directors fees	500.00	
Printing & Stationery	350.14	
Shareholders reports and information	3,037.81	
Advertising	1,471.58	
Annual meeting expense	32.00	
Miscellaneous Administration expense	590.98	
Certificate costs	<u>194.36</u>	<u>18,151.25</u>
		<u>\$ 190,443.46</u>

CON-SHAWKEY GOLD MINES LIMITED

STATEMENT OF SOURCE & APPLICATION OF FUNDS

FOR THE PERIOD JANUARY 1, 1964 TO MARCH 31, 1964

SOURCE \$ NIL

APPLICATION

Exploration & Development	\$ 12,858.06	
Administration & General	<u>1,752.00</u>	\$ 14,610.06

BALANCE REPRESENTING A DECREASE IN WORKING CAPITAL AS FOLLOWS:

<u>Current Assets</u>	<u>Dec.31/63</u>	<u>Mar.31/64</u>	
Cash	\$ 9,189.36	\$ (547.60)	
Accounts Receivable	2,270.50	2,270.50	
Deposits Recoverable	1,000.00	1,000.00	
Prepaid Expenses	<u>3,053.20</u>	<u>1,053.20</u>	
	\$ 15,513.06	\$ 3,776.10	
<u>Current Liabilities</u>	<u>12,636.75</u>	<u>15,509.85</u>	
	\$ 2,876.31	\$ 11,733.75	\$ 14,610.06

ENGINEER'S REPORT

Note - The following are excerpts from a report by G.P. Thoday, P.Eng., dated April 20th, 1964, on the mining claims located in Jessop Township, Province of Ontario. A complete copy of this report is on file at the Toronto Stock Exchange.

INTRODUCTION

Con-Shawkey Gold Mines Limited have acquired 10 contiguous claims comprising approximately 400 acres, in the central section of Jessop Township, Ontario.

The claims are registered with the Ontario Department of Mines as follows:

59987
59988
59989
59992
59993
59994
59995
59997
59998
59999

The claim group is located 10 miles northwest of the town of Timmins, and is accessible by means of an all weather highway which passes within 2 1/2 miles of the property's west boundary.

CONCLUSIONS AND RECOMMENDATIONS

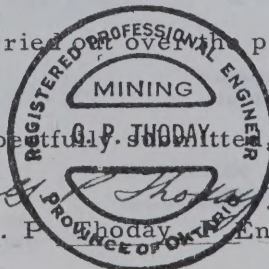
Con-Shawkey property lies in Jessop Township immediately south of Kidd Township where the major Texas Gulf discovery is located.

A band of rhyolite appears to strike across the property.

It is recommended that a program of linecutting, magnetometer and electromagnetic surveys be carried out over the property. The cost would be \$3,000.

Respectfully submitted,

G. P. Thoday, P. Eng.



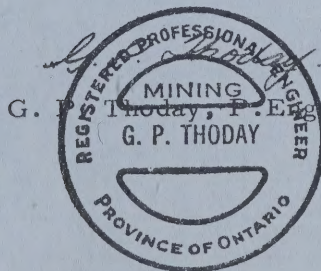
G. G. I. Surveys Limited

C E R T I F I C A T E

I, G. P. Thoday, of the Town of Haileybury, in the Province of Ontario, do hereby certify that:

1. I am a professional engineer in mining with business address at Haileybury, Ontario.
2. I attended the University of Saskatchewan and have been practicing my profession since 1942.
3. I am a member of the Association of Professional Engineers of Ontario, a member of the American Institute of Mining & Metallurgical Engineers and a member of the Canadian Institute of Mining and Metallurgy.
4. I have no interest either directly or indirectly nor do I anticipate any interest either directly or indirectly in the property or securities of Con-Shawkey Gold Mines Ltd.
5. My report is based on geological information from various government publications and maps of the area and a visit to the area on April 15, 1964.

Haileybury, Ontario
April 20, 1964



G. G. I. Surveys Limited

10. Brief statement of company's chief development work during past year.	Diamond drilling programmes have been carried out by Noranda Mines Limited on the Company's properties in Poirier and Dubuisson Townships, in the Province of Quebec in accordance with the working option agreement between the Company and Noranda Mines Limited.		
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	Subject to the acceptance of this Filing Statement by the Toronto Stock Exchange, the date of which is referred to as the "effective date", the Company has agreed to purchase from Stephen Tesluk, Timmins, Ontario, 10 unpatented mining claims in the Township of Jessop, District of Cochrane, Province of Ontario. As consideration, the Company will pay the Vendor the sum of \$15,000.00, and will allot and issue to the Vendor 75,000 fully paid and non-assessable shares in the capital stock of the Company, of which 67,500 shall be deposited in escrow with the Registrar and Transfer Agent of the Company, subject to release therefrom only on consent of the Toronto Stock Exchange.		
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	To the knowledge of the signatories hereto no person has received or will receive a greater than 5% interest in the Vendor consideration, except Stephen Tesluk, Timmins, Ontario.		
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	260,000 shares are being held in escrow by the Premier Trust Company, Toronto, to be released to the holders only upon the consent of the Toronto Stock Exchange.		
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings. (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	I.C. Christopher Limited, 8 King Street East, Toronto, Ontario	100,000 shs.	
	Polar Investment Corporation Limited, 8 King Street East, Toronto, Ontario	60,000 shs.	
	I.C. Christopher, 52 Sunnydene Crescent, Toronto, Ontario	55,000 shs.	
	J.C. Honsberger, 15 Meadowacres Drive, Agincourt, Ontario	45,000 shs.	
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.		Free	Escrowed
	T.A. Richardson & Company, 4 King Street West, Toronto, Ontario	200,976	
	Polar Investment Corporation Limited, 8 King Street East, Toronto, Ontario	43,514	60,000
	I.C. Christopher Limited, 8 King Street East, Toronto, Ontario		100,000
	Doherty, Roadhouse & McCuaig Bros., 335 Bay Street, Toronto, Ontario	65,516	
	MacIsaac Mining & Tunneling Co. Ltd., 700 Ripple Road, Sudbury, Ontario	55,334	
	The signatories hereto are not aware of the beneficial ownership of the shares shown above, except that I.C. Christopher Limited is the beneficial owner of the shares registered in its name, and Polar Investment Corporation Limited is the beneficial owner of the shares registered in its name.		
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	Polar Investment Corporation Limited and Ivan G. Christopher acting together might be in a position to materially affect control of the Company if they were able to secure sufficient proxies from other shareholders. There is no agreement outstanding to this effect. Thomas H. McNally, the President and a Director of the Company, controls Polar Investment Corporation Limited as shown in Item 7 hereof.		
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	None		
18. Brief statement of any lawsuits pending or in process against company or its properties.	None		
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	None		
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	The working option agreement between the Company and Noranda Mines Limited, 44 King Street West, Toronto, mentioned in Amending Filing Statement #160, is still in effect and under the terms of the agreement Noranda Mines Limited is conducting exploration and drilling on the Company's properties in Poirier and Dubuisson Townships in the Province of Quebec.		